FORM D



03026684

UNITED STATES SECURITIES AND ENCHANGE COMMERCO Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0076

Expires: May 31, 2005

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FORM D

THOMSON NOTICE OF SALE OF SECURITIENANCIAL PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY								
Prefix		Serial						
DATE RECEIVED								

Ι

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Stock acquisition right (stock option) for common stock of Yamanouchi Pharmaceutical Co., Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment
C RECEIVED CO
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
Yamanouchi Pharmaceutical Co., Ltd.
Address of Executive Offices (Number and Street, City, State Zin Code) Telephote Number and Present Code)
3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo 103-8411 +81-3-3244-3000
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Telephone Number (Including Area Code)
Brief Description of Business Production, distribution and import/export of pharmaceutical products, non-pharmaceutical products and medical machinery and instruments, etc.
Type of Business Organization Corporation Dimited partnership, already formed Other (please specify): business trust limited partnership, to be formed
Month Year Actual or Estimated Date of Incorporation or Organization: Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) FN
OFFICE A MOTERIORIONS

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopics of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

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A: BASIC IDENTIFICATION DATA
2. Enter the information requested for the following:
• Each promoter of the issuer, if the issuer has been organized within the past five years;
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issued
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
• Each general and managing partner of partnership issuers.
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Takenaka, Toichi
Business or Residence Address (Number and Street, City, State, Zip Code)
3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo 103-8411 Japan
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner
Full Name (Last name first, if individual)
Takayama, Nobuji
Business or Residence Address (Number and Street, City, State, Zip Code)
3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo 103-8411 Japan
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner
Full Name (Last name first, if individual)
Takahashi, Shigekazu
Business or Residence Address (Number and Street, City, State, Zip Code)
3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo 103-8411 Japan
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Saba, Toshio
Business or Residence Address (Number and Street, City, State, Zip Code)
3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo 103-8411 Japan
Check Box(cs) that Apply: Promoter Beneficial Owner Executive Officer Monaging Partner
Full Name (Last name first, if individual)
Kishi, Isao
Business or Residence Address (Number and Street, City, State, Zip Code) 8-1, Azusawa 1-chome, Itabashi-ku, Tokyo 174-0051 Japan
Check Box(cs) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Hiraiwa, Hiroaki
Business or Residence Address (Number and Street, City, State, Zip Code)
3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo 103-8411 Japan
Check Box(cs) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Yanagisawa, Isao
Business or Residence Address (Number and Street, City, State, Zip Code)
3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo 103-8411 Japan

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2. Enter the information requested for the following:	
 Each promoter of the issuer, if the issuer has been organized within the past five years; 	
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of	a class of equity securities of the issuer.
Each executive officer and director of corporate issuers and of corporate general and managing partners of pa	partnership issuers; and
Each general and managing partner of partnership issuers.	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual) Miyazaki, Iwaki	
Business or Residence Address (Number and Street, City, State, Zip Code)	
3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo 103-8411 Japan	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer M Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Yoshinaga, Koji	
Business or Residence Address (Number and Street, City, State, Zip Code)	
3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo 103-8411 Japan	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Hasegawa, Tadao	
Business or Residence Address (Number and Street, City, State, Zip Code)	
3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo 103-8411 Japan	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer M. Director	General and/or Managing Partner
Full Name (Last name first, if individual) Ueda, Hidehiko	
Business or Residence Address (Number and Street, City, State, Zip Code)	
3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo 103-8411 Japan	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Tamura, Toshinari	
Business or Residence Address (Number and Street, City, State, Zip Code)	
3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo 103-8411 Japan	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer 🔀 Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Ichikawa, Kunihide	
Business or Residence Address (Number and Street, City, State, Zip Code) 8-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo 103-8411 Japan	
Cheek Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Hatanaka, Kazuyoshi	
Business or Residence Address (Number and Street, City, State, Zip Code)	
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Yamanouchi House, Pyrford Road, West Byfleet, Surrey KT14 6RA, U (Use blank sheet, or copy and use additional copies of this sheet, as necessary)	• A.V.

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			of corporate issuers and of	f corpora	ite general and ma	naging	partners of	parın	ership issuers; and
• E	ach general and	managing partner o	of partnership issuers.						
Check Box(es) that Apply:	Promoter	Beneficial Owner		Executive Officer	×	Director		General and/or Managing Partner
Full Name (Last name first,	if individual)							
Ishii,	Yasuo								
	Residence Addre		Street, City, State. Zip C						
3-11, N	Vihonbash:	i-Honcho 2-	-chome, Chuo-k	u, To	kyo 103-84	411.	Japan_		·
Check Box(cs) that Apply:	Promoter	Beneficial Owner		Executive Officer	. 🗵	Director		General and/or Managing Partner
	Last name first,	if individual)							
Usuda,									
	Residence Addre	**	Street, City, State, Zip C	-					
1-18, A	zusawa 1-	chome, Ita	bashi-ku, Tok	yo 17	4-0051 Jar	an_		-	<u> </u>
Check Box(e	cs) that Apply:	Promoter	Beneficial Owner		Executive Officer	X	Director		General and/or Managing Partner
	Last name first, i	f individual)							
Business or	Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)					
3-11, N	ihonbashi	-Honcho 2-	chome, Chuo-kı	ı. To	kvo 103-84	11 .	Japan		
	es) that Apply:	Promoter	Beneficial Owner		xecutive Officer		Director		General and/or Managing Partner
	ast name first, i								
	Residence Addre		Street, City, State, Zip Co	nde)					
3-11, N	ihonbashi	-Honcho 2-	chome, Chuo-ku	1. TO	kvo 103_84	11 .:	Iapan		
	s) that Apply:	Promoter	Beneficial Owner		xecutive Officer		Director		General and/or Managing Partner
Full Name (1	ast name first, i	findividual)		<u> </u>					
Business or I	Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)					
Check Box(c	s) that Apply:	Promoter	Beneficial Owner	E	xecutive Officer		Director		General and/or Managing Partner
Full Name (L	ast name first, it	(individual)							
Business or F	Residence Addres	ss (Number and	Street, City, State, Zip Co	ode)					
Check Box(c	s) that Apply:	Promoter	Beneficial Owner	E:	xecutive Officer	i	Director		General and/or Managing Partner
Full Name (L	ast name first, if	individual)							
Business or F	Residence Addres	s (Number and	Street, City, State, Zip Co	dc)					
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l. Has th	ne issuer sol	ld or does t	he issuer	intend to se	ell to non-	accredited	investors i	n this offer	ring?		Yes []	No
1. 1145 (1	10 135401 301	id, or does i				x, Column			_		·· [3	U
2. What	is the minir	num investi			* *		-			**************	. \$_N/	'A
											Yes	No
	he offering										_	X
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	(Last name	first, if ind	ividual)									
N/A Business o	r Residence	Address (N	Number an	d Street, C	ity. State.	Zip Code)		<u> </u>				
							<u></u> -					
Name of A	ssociated B	roker or De	aler									
States in W	hich Person	n Listed Ha	s Solicited	or Intende	s to Solicit	Purchasers				· <u> </u>		
(Check	"All State	s" or check	individua	l States)	••••••	*****************	************	***************************************	••,		A1	Il States
AL IL MT RI	AK IN NE SC	IA NV SD	KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Full Name	(Last name	first, if ind	ivídual)	_ 					····	···		
Business o	r Residence	Address ()	Vumber an	d Street, C	ity State.	Zip Code)					<u>-</u> .	
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Name of As	sociated Bi	oker or De	aler									
States in W	hich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
(Check	"All States	" or check	individual	States)	•••••			***************************************	***************************************	······	☐ A1	l States
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Full Name (Last name	first, if indi	vidual)									
Business or	Residence	Address (N	Jumber an	d Street, C	ity, State, 2	Zip Code)			·			
Name of As	sociated Br	oker or Dea	aler									
States in WI	nich Person	Listed Has	Solicited	or Intends	to Solicit l	Purchasers						
(Check	"All States	" or check :	individual	States)	•••••			•••••			☐ All	States
AL IL MT	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR

C. OFFERING PRICE NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
	Type of Security	Aggregate Offering Price		Amount Aiready Sold
	Debt	\$		\$
	Equity	\$		
	Common Preferred		_	
	Convertible Securities (including warrants)	s 40,399		\$ 40,399
	Partnership Interests			• • • • • • • • • • • • • • • • • • • •
	Other (Specify)			
	Total			
	Answer also in Appendix, Column 3, if filing under ULOE.	-204022 -	_	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			Aggregate
		Number Investors		Dollar Amount of Purchases
	Accredited Investors	00	_	\$
	Non-accredited Investors	1	_	\$ 40,399
	Total (for filings under Rule 504 only)		_	\$
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.			
	Time of Offering	Type of		Dollar Amount
	Type of Offering	Security		Sold
	Rule 505		_	\$
	Regulation A		_	\$
	Rule 504		_	\$
	Total		-	\$
	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees]	\$
	Printing and Engraving Costs		_	\$
	Legal Fees		- -	\$2,000
	Accounting Fees	בי	_	\$
	Engineering Fees	r	7	\$
	Sales Commissions (specify finders' fees separately)	_	<u>-</u> 7	\$
	Other Expenses (identify)	-	_ 7	\$
	Total	· L		\$ 2,000

er (Print or Type) anouchi Pharmaceutical Co., Ltd.	dited investor pursuant to paragraph (b)(2) of	Date July 9, 2	2003
nformation furnished by the issuer to any non-accrec	dited investor pursuant to paragraph (b)(2) of		
	ndersigned duly authorized person. If this noti- sh to the U.S. Securities and Exchange Comm	ission, upon writte	
5.00 (5.00 (5.00 (6.00	D. FEDERAL SIGNATURE		
			
Column Totals		. 🗆 \$	\$
		. 🗆 \$	
Other (specify):		S	
Working capital		. 🔲 \$	\$
Repayment of indebtedness		. 🔲 \$	\$
offering that may be used in exchange for the assets	or securities of another	. 🔲 \$. 🗆 \$
Construction or leasing of plant buildings and facili	ities	. 🔲 \$. 🗆 \$
and equipment		_	
Purchase of real estate		. 🔲 \$	_ 🗆 \$
			_
/ Not Applicable.		Payments to Officers, Directors, & Affiliates	Payments to Others
each of the purposes shown. If the amount for any check the box to the left of the estimate. The total of the	purpose is not known, furnish an estimate ar he payments listed must equal the adjusted gro	d	
and total expenses furnished in response to Part C — Q	Question 4.a. This difference is the "adjusted gro	SS	_{\$_} 38,399
表表现的原则是是是一种的。	ribas aguari kamadalahis asin biladi		AND THE PROPERTY OF THE PARTY OF
	b. Enter the difference between the aggregate offerir and total expenses furnished in response to Part C — C proceeds to the issuer." Indicate below the amount of the adjusted gross proceach of the purposes shown. If the amount for any check the box to the left of the estimate. The total of a proceeds to the issuer set forth in response to Part C Not Applicable. Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of mach and equipment Construction or leasing of plant buildings and facility Acquisition of other businesses (including the value offering that may be used in exchange for the assets issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): Column Totals Total Payments Listed (column totals added)	b. Enter the difference between the aggregate offering price given in response to Part C — Question and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gro proceeds to the issuer." Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate an check the box to the left of the estimate. The total of the payments listed must equal the adjusted gros proceeds to the issuer set forth in response to Part C — Question 4.b above. Not Applicable. Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): Column Totals Total Payments Listed (column totals added) D. FEDERAL SIGNATURE issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice to be signed by the undersigned duly authorized person.	and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. Payments to Officers, Directors, & Affiliates Salaries and fees Purchase of real estate Surriction or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Sepayment of indebtedness Working capital Other (specify): Scolumn Totals Total Payments Listed (column totals added) D. FEDERAL SIGNATURE

- ATTENTION —

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No
	provisions of such rule?
	See Appendix, Column 5, for state response.
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by th issuer to offerees.
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availabilit of this exemption has the burden of establishing that these conditions have been satisfied.
	per has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned
	thorized person.
duly aut	Print or Type) uchi Pharmaceutical Co., Ltd. Signature July 9, 2003

Attorney-at-Law

Instruction:

Yukihiro Fujimoto

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

ÁPPENDIX 4 5 1 2 3 Disqualification Type of security under State ULOE (if yes, attach Intend to sell and aggregate to non-accredited offering price Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part E-Item 1) (Part C-Item 1) (Part C-Item 2) (Part B-Item 1) Number of Number of Accredited Non-Accredited Investors State Yes Investors Yes No No Amount Amount ΑL ΑK AZ AR CA 0 0 Х 1 40,399 Х CO CTDE DC FL GΑ HI ID ΙL IN lΑ KS KУ LA ME MD MA Ml MN MS

] 2 3 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach Type of investor and offering price explanation of to non-accredited amount purchased in State investors in State offered in state waiver granted) (Part C-Item 2) (Part B-Item 1) (Part C-Item 1) (Part E-Item 1) Number of Number of Accredited Non-Accredited State Yes No Investors Amount Investors Yes No Amount MO MT NE NV NH NJ NM NY NC ND ОН OK OR PA RI SCSD TNTXUT VT VAWA WV WI

APPENDIX

1		2	3	APP	APPENDIX 4 5 Disqualification							
	to non-a investor	d to sell accredited rs in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)							
State	Yes	No		Number of Accredited Investors	Accredited Non-Accredited							
WY												
PR												